

RECORDATION NO. 27805-F FILED

NOV 29 '12 4 08 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

November 28, 2012

Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 22, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27805. The names and addresses of the parties to the enclosed document are.

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Penguin Logistics LLC d/b/a MHF Services
4500 Brooktree Road
Suite 200
Wexford, PA 15090

A description of the railroad equipment covered by the enclosed document is for fifty (50) gondola cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(PFL0005)

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ASSIGN. NO. PELO005

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

22nd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of October, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Penguin Logistics LLC, d/b/a MHF Services ("Lessee"), a Delaware limited liability company

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 7, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. ThomasName: JOHN J THOMASTitle: PRESIDENTName: GEORGIA FREIBURGERTitle: MGR OF DOCUMENTATIONExecuted on this 22nd day of October, 2012.

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

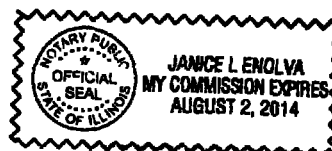
WITNESS my hand and official stamp or seal, this 22nd day of October, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

PENGUIN LOGISTICS LLC

By: [Signature]

Name: JARED STANGO

Title: CFO

ATTEST:

By: [Signature]

Name: William L. Felleff

Title: Vice President

Executed on this 9th day of OCTOBER, 2012.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Lawrence

I, Joyce E. Fritsche, a Notary Public of the County and State aforesaid, certify that Jared Stango personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of Oct 2012.

[Signature]
Notary Public

Commission Expires:

Sept 19, 2013
(Notary Public)

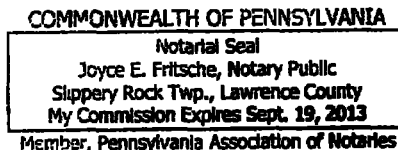


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: Gondola cars.

CAR NUMBERS:

FURX	320085	FURX	321012
FURX	320099	FURX	321013
FURX	320135	FURX	321015
FURX	320176	FURX	321019
FURX	320197	FURX	321021
FURX	320370	FURX	321023
FURX	320388	FURX	321024
FURX	320601	FURX	321029
FURX	320652	FURX	321031
FURX	320670	FURX	321032
FURX	320677	FURX	321034
FURX	320799	FURX	321036
FURX	320803	FURX	321038
FURX	320913	FURX	321057
FURX	320950	FURX	321876
FURX	320955	FURX	322013
FURX	320960	FURX	322020
FURX	320970	FURX	322060
FURX	320981	FURX	322061
FURX	320989	FURX	322066
FURX	320995	FURX	322200
FURX	320997	FURX	322267
FURX	321004	FURX	322270
FURX	321006	FURX	322275
FURX	321008	FURX	322287